



RECORDATION NO. 21833-X FILED

JUL 24 '12 -4 40 PM

SURFACE TRANSPORTATION BOARD

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July 24, 2012

VIA E-FILE

Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423
Attention: Cynthia T. Brown, Chief of the Section of Administration

Dear Ms. Brown:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Memorandum of Assignment of Lease, dated as of July 24, 2012 (the "Assignment") between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp Railmark, Inc., as Transferee, which Assignment is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Assignment relates to that certain First Amended and Restated Master Railcar Lease dated as of June 1, 2010 between The CIT Group/Equipment Financing, Inc., as lessor, and Union Pacific Railroad Company, as lessee, and Net Schedule No. 04 thereto dated June 1, 2010 but effective as of July 1, 2010. A Memorandum of Railcar Lease, dated as of July 12, 2004, with respect to the railcars subject the above described Lease and Schedule was filed with the Surface Transportation Board on September 15, 2004 and assigned recordation number 21833-O.

The names and addresses of the parties to the enclosed Assignment are:

Transferor: The CIT Group/Equipment Financing, Inc.
30 S. Wacker Drive, Suite 3000
Chicago, IL 60606

Transferee: Citicorp Railmark, Inc.
390 Greenwich St., 1st Floor
New York, NY 10013

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Assignment.



Ms. Cynthia T. Brown
July 24, 2012
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The required recordation fee of \$41.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Assignment and this letter to Susan G. Lichtenfeld at DLA Piper LLP (US), 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment of Lease, dated as of July 24, 2012, between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp Railmark, Inc., as Transferee.

Document to Which the Secondary Document Relates

Memorandum of Railcar Lease, dated as of July 12, 2004, between The CIT Group/Equipment Financing, Inc., as Lessor, and Union Pacific Railroad Company, as Lessee, which was filed with the Surface Transportation Board on September 15, 2004 and assigned recordation number 21833-O.

Very truly yours,

DLA Piper LLP (US)


Susan G. Lichtenfeld
Enclosure

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MEMORANDUM OF ASSIGNMENT OF LEASE**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of July 24, 2012, by and between **THE CIT GROUP/EQUIPMENT FINANCING, INC.** a Delaware corporation ("**Transferor**"), with an address of 30 South Wacker Drive, Suite 3000, Chicago, IL 60606, and **CITICORP RAILMARK, INC.**, a Delaware corporation, with an address of 390 Greenwich Street, 1st Floor, New York, NY 10013 ("**Transferee**" and, together with the Transferor, the "**Parties**").

WITNESSETH:

WHEREAS, Transferor and Transferee entered into that certain Purchase Agreement (the "**Purchase Agreement**") dated as of July 23, 2012, relating to the sale by Transferor to Transferee of two hundred (200) covered hopper railcars identified on Schedule 1 (the "**Equipment**") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, that certain (i) Net Schedule No. 04, dated as of June 1, 2010 but effective as of July 1, 2010, by and between The CIT Group/Equipment Financing, Inc. as lessor, and Union Pacific Railroad Company, as lessee (the "**Lessee**"), to that certain First Amended and Restated Master Railcar Lease (the "**Master Lease**"), dated as of July 1, 2010, between the Transferor, as lessor, and the Lessee, as lessee, and (ii) the Master Lease to the extent only that it relates to the Equipment (the foregoing, collectively, the "**Lease**").

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, a Memorandum of Railcar Equipment Lease, dated as of July 12, 2004, with respect to the railcars subject to the Lease was filed with the Surface Transportation Board on September 15, 2004, and assigned recordation number 21833-O.

WHEREAS, the parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[signature page follows]

[Memorandum of Assignment of Lease]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**THE CIT GROUP/EQUIPMENT
FINANCING, INC.**

By: Nancy A. Nardella
Name: Nancy A. Nardella
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: _____
Name: Thomas M. Pawlicki
Title: Senior Vice President

[Memorandum of Assignment of Lease]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**THE CIT GROUP/EQUIPMENT
FINANCING, INC.**

By: _____
Name: Nancy A. Nardella
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: 
Name: Thomas M. Pawlicki
Title: Senior Vice President

SCHEDULE 1

TO MEMORANDUM OF ASSIGNMENT OF LEASE

EQUIPMENT

Two hundred (200) covered hopper cars with gravity gates and round hatches, 3,250 c.f., 286K GRL, bearing reporting marks CHTT 200700 through CHTT 200899 (both inclusive).